

**EXHIBIT A**

**(Ordinary Course Professional Declaration)**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	: <b>Chapter 11 Case No.</b>
<b>LEHMAN BROTHERS HOLDINGS INC., et al.,</b>	: <b>08-13555 (JMP)</b>
<b>Debtors.</b>	: <b>(Jointly Administered)</b>
	:
	:
-----X	

**AFFIDAVIT AND DISCLOSURE STATEMENT OF ANDREA D. ASCHER, ESQ.,  
ON BEHALF OF SCHOEMAN, UPDIKE & KAUFMAN, LLP**

STATE OF NEW YORK                    )  
                                                  ) ss:  
COUNTY OF NEW YORK                )

Andrea D. Ascher, being duly sworn, upon her oath, deposes and says:

1. I am a Partner of Schoeman, Updike & Kaufman, LLP, located at 60 East 42<sup>nd</sup> Street, 39<sup>th</sup> Floor, New York, New York 10165 (the "Firm").

2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors") and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide general real estate, real estate related litigation and workout and restructuring legal advice and representation to the Debtors regarding Debtor's direct and indirect, debt and equity, real estate related assets, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom

may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

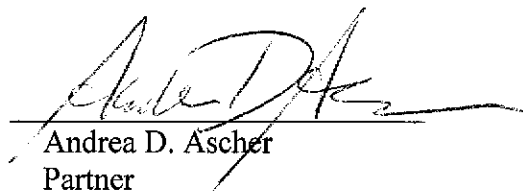
4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

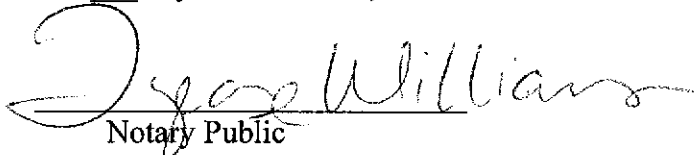
6. The Debtors owe the Firm zero dollars (\$0) for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

SCHOEMAN, UPDIKE & KAUFMAN, LLP

By:   
Andrea D. Ascher  
Partner

Subscribed and sworn to before me  
this 14<sup>th</sup> day of November, 2011

  
Notary Public

**EXHIBIT B**

**(Retention Questionnaire)**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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	:
<b>In re</b>	:
	:
<b>LEHMAN BROTHERS HOLDINGS INC., et al.,</b>	:
	:
<b>Debtors.</b>	:
	:
	:
-----X	

**RETENTION QUESTIONNAIRE**

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.  
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
Attn: Jennifer Sapp  
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

SCHOEMAN, UPDIKE & KAUFMAN, LLP  
60 East 42<sup>nd</sup> Street, 39<sup>th</sup> Floor  
New York, New York 10165

2. Date of retention: November 9, 2011 as a *de minimis* ordinary course  
provider pursuant to the amended OCP Order.
3. Type of services provided (accounting, legal, etc.):

Legal services.

4. Brief description of services to be provided:

Legal advice and representation in connection with general real estate matters, real estate related litigation and workouts and restructurings regarding Debtor's direct and indirect, debt and equity, real estate related assets.

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly.

- (a) Average hourly rate (if applicable):

Hourly rates range from \$350 to \$600 for attorneys and \$100 to \$150 for legal assistants.

- (b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

Not applicable

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: None

Date claim arose: Not applicable

Source of Claim: Not applicable

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm: None.

Name: \_\_\_\_\_

Status: \_\_\_\_\_

Amount of Claim: \$ \_\_\_\_\_

Date claim arose: \_\_\_\_\_

Source of claim: \_\_\_\_\_

8. Stock of the Debtors currently held by the firm: None.

Kind of shares: \_\_\_\_\_

No. of shares: \_\_\_\_\_

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm: None.

Name: \_\_\_\_\_

Status: \_\_\_\_\_

Kind of shares: \_\_\_\_\_

No. of shares: \_\_\_\_\_

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed. None known.

11. Name of individual completing this form:

Andrea D. Ascher, Esq.